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ALL ACTIONS.

Plaintiffs,)

LAWRENCE E. PAGE, et al.,

Defendants.)

and

GOOGLE INC., a Delaware corporation,

Nominal Defendant.)

~~[PROPOSED]~~ ORDER APPROVING
DERIVATIVE SETTLEMENT AND ORDER
OF DISMISSAL WITH PREJUDICE

1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 November 6, 2014 (“Order”), on Plaintiffs’ motion for approval of the settlement (“Settlement”) set
3 forth in the Stipulation of Settlement, dated August 7, 2014 (the “Stipulation”). Due and adequate
4 notice having been given of the Settlement as required in said Order, and the Court having
5 considered all papers filed and proceedings had herein, and otherwise being fully informed in the
6 premises and good cause appearing therefor, IT IS HEREBY ORDERED, ADJUDGED AND
7 DECREED that:

8 1. This District Court Approval Order incorporates by reference the definitions in the
9 Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the
10 Stipulation (in addition to those capitalized terms defined herein).

11 2. This Court has jurisdiction over the subject matter of the Actions, including all
12 matters necessary to effectuate the Settlement, and over all parties to the Actions, including, but not
13 limited to, the Plaintiffs, Google Inc. (“Google”), the current Google stockholders, and the Settling
14 Defendants.

15 3. The Court finds that the notice provided to Google stockholders was the best notice
16 practicable under the circumstances of these proceedings and of the matters set forth therein,
17 including the Settlement set forth in the Stipulation, to all Persons entitled to such notice. The notice
18 fully satisfied the requirements of Federal Rule of Civil Procedure 23.1 and the requirements of due
19 process.

20 4. The Actions and all claims contained therein, as well as all of the Released Claims,
21 are dismissed with prejudice. As among Plaintiffs, the Settling Defendants and Google, the parties
22 are to bear their own costs, except as otherwise provided in the Stipulation.

23 5. The Court finds that the terms of the Stipulation and Settlement are fair, reasonable
24 and adequate as to each of the Settling Parties, and hereby finally approves the Stipulation and
25 Settlement in all respects, and orders the Settling Parties to perform its terms to the extent the
26 Settling Parties have not already done so.

1 6. Upon the Effective Date, Google, current Google stockholders and the Plaintiffs
2 (acting on their own behalf and derivatively on behalf of Google) shall be deemed to have, and by
3 operation of this District Court Approval Order and the Judgment shall have, fully, finally, and
4 forever released, relinquished and discharged and dismissed with prejudice the Released Claims
5 against the Released Persons and any and all causes of action or claims (including Unknown Claims)
6 that have or could have been asserted in the Actions by Plaintiffs, Google or any Google stockholder
7 derivatively on behalf of Google, or Google against the Settling Defendants or the Released Persons,
8 based on the Settling Defendants' acts and/or omissions in connection with, arising out of, or relating
9 to, the facts, transactions, events, matters, occurrences, acts, disclosures, statements, omissions or
10 failures to act related to Google's acceptance of advertisements by foreign online pharmacies that
11 violated certain federal laws through and including the date of execution of the Stipulation. Nothing
12 herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the
13 Stipulation.

14 7. Upon the Effective Date, Plaintiffs (acting on their own behalf and derivatively on
15 behalf of Google and its stockholders), Google and any Person acting on behalf of Google, shall be
16 forever barred and enjoined from commencing, instituting or prosecuting any of the Released Claims
17 against any of the Released Persons or any action or other proceeding against any of the Released
18 Persons arising out of, relating to, or in connection with the Released Claims, the Actions, or the
19 filing, prosecution, defense, settlement, or resolution of the Actions. Nothing herein shall in any
20 way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

21 8. Upon the Effective Date, each of the Released Persons and the Related Parties shall
22 be deemed to have, and by operation of this District Court Approval Order and the Judgment shall
23 have, fully, finally, and forever released, relinquished and discharged each and all of the Plaintiffs
24 and Plaintiffs' Counsel and all current Google stockholders (solely in their capacity as Google
25 stockholders) from all claims (including Unknown Claims) arising out of, relating to, or in
26 connection with the institution, prosecution, assertion, settlement or resolution of the Actions or the
27

Released Claims. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

9. The Court hereby approves the Fee and Expense Amount in accordance with the Stipulation and finds that such fee is fair and reasonable.

10. Neither the Stipulation nor the Settlement, including the Exhibits attached thereto, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be offered, attempt to be offered or used in any way as a concession, admission, or evidence of the validity of any Released Claims or any fault, wrongdoing or liability of the Released Persons or Google; or (b) is or may be deemed to be or may be used as a presumption, admission, or evidence of any liability, fault or omission of any of the Released Persons or Google in any civil, criminal or administrative or other proceeding in any court, administrative agency, tribunal or other forum. Neither the Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement, shall be admissible in any proceeding for any purpose, except to enforce the terms of the Settlement and Stipulation, and except that the Released Persons may file or use the Stipulation, the District Court Approval Order and/or the Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit, release, standing, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

11. During the course of the Actions, the parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11, any applicable California law and all other similar laws.

12. Without affecting the finality of this District Court Approval Order and the Judgment in any way, this Court hereby retains continuing jurisdiction over the Actions and the parties to the Stipulation to enter any further orders as may be necessary to effectuate, implement and enforce the Stipulation and the Settlement provided for therein and the provisions of this District Court Approval Order.

1 13. This District Court Approval Order and the Judgment is a final and appealable
2 resolution in the Actions as to all claims and the Court directs immediate entry of the Judgment
3 forthwith by the Clerk in accordance with Rule 58, Federal Rules of Civil Procedure, dismissing the
4 Actions with prejudice.

5 IT IS SO ORDERED.

6 DATED: 1/21/15
7 _____

8 THE HONORABLE JUDGE PHYLIS J. HAMILTON
9 UNITED STATES DISTRICT COURT
10 NORTHERN DISTRICT OF CALIFORNIA



11 Submitted by:

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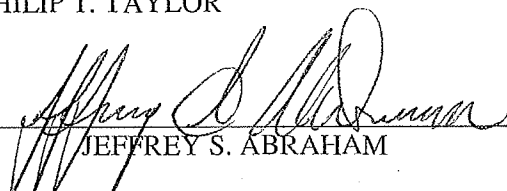
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15 Mather, and Nominal Defendant Google
16 Inc.

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[PROPOSED] ORDER APPROVING DERIVATIVE SETTLEMENT AND ORDER OF DISMISSAL
WITH PREJUDICE - CV-11-04248-PJH AND CV-13-02038-PJH